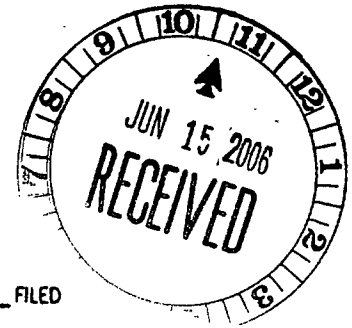




CORPORATION SERVICE COMPANY



June 12, 2006

RECORDATION NO. 26121-A FILED

JUN 15 '06

3-46 PM

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

SURFACE TRANSPORTATION BOARD

REF:

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 7, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **ATLAS RESIN PROPPANTS LP f/k/a ATLAS RESIN PROPPANTS LLC**
215 Glenwood, Houston, TX 77007

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ATLAS RESIN PROPPANTS LP f/k/a ATLAS RESIN PROPPANTS LLC** covering fifty (50) 3,281 C.F. covered hopper car with gravity gates and round hatches (86011/86073) as further described on Schedule A. **NON INCLUSIVE**

Please file this memorandum as a **SECONDARY** document to Recordation #26121 dated 01/17/2006 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3753

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 7 day of August, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ATLAS RESIN PROPPANTS LP f/k/a ATLAS RESIN PROPPANTS LLC, a Delaware limited partnership, with an address at ~~409 South Church Street, Berlin, WI 54923~~ (the "Lessee" and, together with the Lessor, the "Parties").
215 Glenwood, Houston, Texas 77007
KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of May 25, 2005 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on January 17, 2005 and given Recordation Number 26121.

WHEREAS, the Parties have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set for the in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William O'Brien
Name: WILLIAM O'BRIEN
Title: Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ATLAS RESIN PROPPANTS LP

By: Stephen R. Horn
Name: Stephen R. Horn
Title: Vice Chairman and Manager of Atlas Holdings LLC as general partner on behalf of Atlas Resin Proppants LP

Schedule A

Number of Cars

Equipment Description

50 3,281 C.F. covered hopper car with gravity gates and round hatches

1	CEFX	86011
2	CEFX	86014
3	CEFX	86016
4	CEFX	86017
5	CEFX	86018
6	CEFX	86019
7	CEFX	86020
8	CEFX	86021
9	CEFX	86022
10	CEFX	86024
11	CEFX	86025
12	CEFX	86026
13	CEFX	86030
14	CEFX	86031
15	CEFX	86032
16	CEFX	86036
17	CEFX	86037
18	CEFX	86038
19	CEFX	86040
20	CEFX	86041
21	CEFX	86042
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48	CEFX	86071
49	CEFX	86072
50	CEFX	86073